

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

**FRANK'S NURSERY & CRAFTS, INC.,
et al.,**

Debtors.

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Case Nos. 01-52415-JS through
01-52416-JS
(Chapter 11)
(jointly administered)

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**ORDER AUTHORIZING DEBTORS TO EMPLOY AND
RETAIN WILLKIE FARR & GALLAGHER AS ATTORNEYS
FOR DEBTORS AND DEBTORS IN POSSESSION**

Upon the application, dated February 19, 2001 (the "Application"), of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order, pursuant to sections 327(a), 328 and 1107(b) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to retain Willkie Farr & Gallagher ("WF&G"), under a general retainer as their attorneys in their chapter 11 cases; and upon the affidavit of Alan J. Lipkin, a member of WF&G (the "Affidavit"), which is annexed to the Application as Exhibit A; and the Court being satisfied that WF&G does not hold or represent an interest adverse to the Debtors' estates and that WF&G is a "disinterested person" as such term is defined under section 101(14), as modified by section 1107(b), of the Bankruptcy Code, and that the employment of WF&G as attorneys for the Debtors is necessary and in the best interests of the Debtors and their estates, creditors and interest holders; and after due deliberation and sufficient cause appearing therefore, it hereby is ORDERED this 20th day of February, 2001, that

1. The Application is granted.

ENTERED
FEB 20 2001

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U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

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2. Pursuant to section 327(a), 328 and 1107(b) of the Bankruptcy Code, the Debtors hereby are authorized to retain WF&G as their attorneys under a general retainer in these chapter 11 cases, and WF&G is authorized to perform the services set forth in the Application.

3. WF&G shall be compensated in accordance with procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Rules of this Court, and such other procedures as may be fixed by order of this Court.

4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.


UNITED STATES BANKRUPTCY JUDGE

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